

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period<sup>1</sup>**

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<sup>1</sup> The total fees sought in this Application exceed the total budgeted fees for the time period, however, by less than 10% (the fees sought exceed the budgeted fees by 2.7%). The higher than budgeted fee amounts were in connection with the ongoing adversary proceedings including actions brought by UTIER and various fuel line lenders. Proskauer made significant efforts representing the Oversight Board and the Debtor in connection with these matters, including in connection with the PREPA Rule 9019 motion and continued negotiation regarding the Definitive RSA, dated May 3, 2019 (as amended). These efforts contributed to the higher than budgeted fee amounts.

Matter #	Matter Name	June		July		August		September	
		Actual Fees	Estimated Fees						
33260.0022	PROMESA TITLE III: PREPA	\$ 1,208,126.10	\$ 1,044,612.37	\$ 1,147,197.60	\$ 1,205,782.67	\$ 747,237.30	\$ 763,277.52	\$ 950,007.30	\$ 828,083.96
33260.0054	PREPA TITLE III – PREC	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,893.60	\$ -
33260.0056	PREPA TITLE III – UTIER CBA	\$ 195,233.10	\$ 168,809.29	\$ 403,610.10	\$ 424,221.66	\$ 337,104.60	\$ 344,340.90	\$ 380,740.20	\$ 373,577.33
33260.0059	PREPA TITLE III – MISCELLANEOUS	\$ 4,260.60	\$ 3,683.95	\$ -	\$ -	\$ 31,699.20	\$ 32,379.66	\$ 80,457.30	\$ 35,128.87
33260.007	PREPA TITLE III - UTIER V. ORTIZ VAZQUEZ	\$ 28,960.80	\$ 25,041.10	\$ 21,203.40	\$ 22,286.21	\$ 84,671.40	\$ 86,488.96	\$ 1,341.30	\$ 93,832.35
33260.0075	PREPA TITLE III - COSTA SUR INSURANCE RECOVERY ACTION	\$ 10,414.80	\$ 9,005.21	\$ 24,164.40	\$ 25,398.43	\$ 20,333.40	\$ 20,769.88	\$ 6,366.00	\$ 22,533.35
33260.0076	PREPA TITLE III - PREPA LIEN CHALLENGE	\$ -	\$ -	\$ 13,320.00	\$ 14,000.23	\$ -	\$ -	\$ -	\$ -
33260.0079	PREPA TITLE III - FUEL LINE LENDERS' ACTION REGARDING LIEN	\$ -	\$ -	\$ 65,001.30	\$ 68,320.79	\$ 60,051.30	\$ 61,340.36	\$ 70,302.30	\$ 66,548.50
<b>PREPA TOTAL</b>		<b>\$1,446,995.40</b>	<b>\$1,251,151.92</b>	<b>\$1,674,496.80</b>	<b>\$1,760,009.98</b>	<b>\$1,281,097.20</b>	<b>\$1,308,597.28</b>	<b>\$1,491,108.00</b>	<b>\$1,419,704.35</b>
<b>ESTIMATED FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$5,739,463.54</b>
<b>ACTUAL FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$5,893,697.40</b>
<b>Percent Variance (Actual vs Budgeted Fees)</b>									<b>2.7% above budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period<sup>2</sup>**

<b>Category of Timekeeper<sup>3</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>4</sup></b>	<b>Average Hourly Rate<sup>5</sup></b>
Partners	22	\$789
Senior Counsel	6	\$789
Associates	23	\$789
e-Discovery Attorneys	8	\$390
Law Clerks	7	\$270
Paraprofessionals	17	\$270
<b>Total:</b>	<b>81</b>	

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<sup>2</sup> The number of professionals for this seventh Compensation Period increased over the prior compensation period for a variety of reasons. Additional team members were needed (i) to assist with continued litigation and filings related to the Debtor's 9019 Motion concerning the Definitive RSA, dated May 3, 2019 (including negotiations of any amendments); (ii) to assist with litigation in *UTIER v. PREPA*, Case No. 17-AP-229, including related legal analysis and strategy, (iv) to assist with litigation in *UTIER v. Ing. José F. Ortiz Vázquez y Autoridad de Energía Eléctrica*, Case No. 19-AP-298, including drafting various pleadings including the Debtor's motion to dismiss the UTIER mandamus petition; and (v) to assist with an action brought by various fuel line lenders in *Cortland v. FOMB*, Case No. 19-AP-396. To respond to these demands, Proskauer increased its staffing of PREPA to ensure that diligent and timely representation was provided to the Oversight Board.

<sup>3</sup> Attorney Practice Groups: BSGR&B; Labor & Employment; Litigation; Corporate; and Tax.

<sup>4</sup> The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group; Labor & Employment; Litigation; Corporate; and Tax practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

<sup>5</sup> As detailed in the Fifth Interim Application, as of January 1, 2019, Proskauer's rates under the Engagement Letter increased from \$759 to \$789 per hour for attorneys and from \$260 to \$270 per hour for paraprofessionals. Additionally at that time, with the client's knowledge and permission, Proskauer created a new rate class, e-Discovery Attorney, with the rate of \$390 per hour. Rates have not increased during this Compensation Period.